

BINGHAM

Jean L. Kiddoo
Jeffrey R. Strenkowski
jean.kiddoo@bingham.com
jeffrey.strenkowski@bingham.com

June 7, 2013

Via Overnight Delivery

Jocelyn Boyd, Chief Clerk
South Carolina Public Service Commission
Saluda Building
101 Executive Center Drive
Columbia, SC 29210

Re: Notification Regarding a Pro Forma Intra-Corporate Transaction

Dear Ms. Boyd:

Intellifiber Networks, Inc., McLeodUSA Telecommunications Services, LLC, Network Telephone Corp., PAETEC Communications, Inc., Talk America, Inc., The Other Phone Company, US LEC of South Carolina, LLC, Windstream Communications, Inc., Kentucky Data Link, Inc., Norlight Telecommunications, Inc., Windstream NuVox, Inc., Windstream South Carolina, LLC (collectively, "Windstream Licensees") and Windstream Corporation ("Windstream" and, together with Windstream Licensees, the "Parties"), by undersigned counsel, hereby notify the Commission of a *pro forma* intra-corporate transaction (the "Transaction") that will insert a new holding corporation, Windstream Holdings, Inc. ("WHI"), into the ownership chain above Windstream (the current parent holding company of the Windstream Licensees). It is the Parties' understanding that approval is not required for the *pro forma* Transaction described herein. Accordingly, the Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

Windstream Corporation, a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, (501) 748-7000, is a publicly traded (Nasdaq: WIN) S&P 500 diversified communications and entertainment company. Windstream's subsidiaries provide local and long distance telephone services, data hosting services, broadband and high-speed data services and video services to customers throughout the United States.

In South Carolina, Windstream's regulated subsidiaries hold the following authorizations:

1. Intellifiber Networks, Inc. is authorized to provide local exchange and interexchange telecommunications services pursuant to Order No. 2001-1120 issued in Docket No. 2001-375-C on December 18, 2001.
2. McLeodUSA Telecommunications Services, LLC is authorized to provide local exchange telecommunications services pursuant to Order No. 2001-648 issued in Docket No. 2001-113-C on July 18, 2001 and interexchange telecommunications services pursuant to Order No. 97-944 issued in Docket No. 97-207-C on November 4, 2007.

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

+1.202.373.6000
+1.202.373.6001
bingham.com

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3. Network Telephone Corp. is authorized to provide local exchange and interexchange telecommunications services pursuant to Order Nos. 1999-225 and 1999-677 issued in Docket No. 98-590-C on March 29, 1999 and September 27, 1999, respectively.
4. PAETEC Communications, Inc. is authorized to provide interexchange telecommunications services pursuant to Order No. 1999-60 issued in Docket No. 98-404-C on January 26, 1999.
5. Talk America, Inc. is authorized to provide local exchange telecommunications services pursuant to Order No. 97-670 issued in Docket No. 97-162-C on August 5, 1997 and interexchange telecommunications services pursuant to Order No. 92-479 issued in Docket No. 92-126-C on June 19, 1992.
6. The Other Phone Company is authorized to provide local exchange and interexchange telecommunications services pursuant to Order No. 1999-19 issued in Docket No. 98-443-C on January 7, 1999.
7. US LEC of South Carolina, LLC is authorized to provide local exchange and interexchange telecommunications services pursuant to Order No. 97-957 issued in Docket No. 97-300-C on November 10, 1997.
8. Windstream Communications, Inc. is authorized to provide local exchange and interexchange telecommunications services pursuant to Order No. 2006-186 issued in Docket No. 2005-399-C on March 28, 2006.
9. Kentucky Data Link, Inc. is authorized to provide local exchange and interexchange telecommunications services pursuant to Order No. 2008-345 issued in Docket No. 2008-16-C on May 7, 2008.
10. Norlight Telecommunications, Inc. is authorized to provide local exchange and interexchange telecommunications services pursuant to Order No. 2008-642 issued in Docket No. 2008-208-C on September 22, 2008.
11. Windstream NuVox, Inc. is authorized to provide local exchange and interexchange telecommunications services pursuant to Order No. 98-395 issued in Docket No. 98-129-C on May 29, 1998.
12. Windstream South Carolina, LLC is an incumbent local exchange carrier.

After the Transaction is undertaken, the Windstream Licensees will remain well-qualified to provide service to their customers, and their operations will continue to be overseen by the same well-qualified Windstream management team with substantial telecommunications experience and technical expertise.

The *pro forma* Transaction will involve the insertion of a new holding corporation, Windstream Holdings, Inc., in the ownership chain above Windstream (the current parent holding company of the Windstream Licensees). The Transaction will occur in three steps. In Step 1, Windstream will form a wholly owned subsidiary, Windstream

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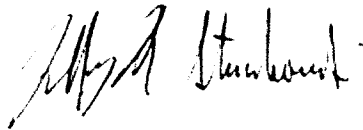
Holdings, Inc., which will be a Delaware corporation; in Step 2, Windstream Holdings, Inc. will form a wholly owned subsidiary, Mergerco, which will be a Delaware corporation; in Step 3, Mergerco will merge with and into Windstream, with Windstream as the surviving corporation and a wholly owned subsidiary of Windstream Holdings, Inc. (See **Exhibit A** for a chart illustrating the Transaction.)

As a result of the Transaction, there will be a new publicly traded holding company at the top of the ownership chain. At the time of the Transaction, the existing shares of Windstream stock (which are publicly traded) will be converted into shares of WHI stock on a one-for-one basis. Thus, the existing shareholders of Windstream will continue to be the shareholders of WHI after the Transaction takes place, in the same amounts and percentages as they hold prior to the Transaction. The Transaction will not result in any change in the ultimate beneficial ownership of the Windstream Licensees; current Windstream shareholders will continue to hold the same level of indirect ownership in the Windstream Licensees as they did prior to the Transaction, albeit through a new holding company. As such, the Transaction is purely *pro forma* in nature.

The proposed reorganization of Windstream's corporate structure will provide the company with greater flexibility for future equity and debt transactions, which will increase its access to capital and benefit the Windstream Licensees and their customers. After the Transaction, Windstream (as a second tier company) will be the legal successor of the current parent company's existing obligations, including debt.¹ These changes will give WHI more flexibility to structure future transactions so as to obtain the most favorable tax and accounting treatment. These corporate structure changes will increase the overall company's efficiency and make it more attractive to potential creditors, which should improve its access to debt and equity capital. This, in turn, will enable both the holding company and its operating subsidiaries to keep their cost of capital low.

An original and fifteen (15) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Jeffrey R. Strenkowski

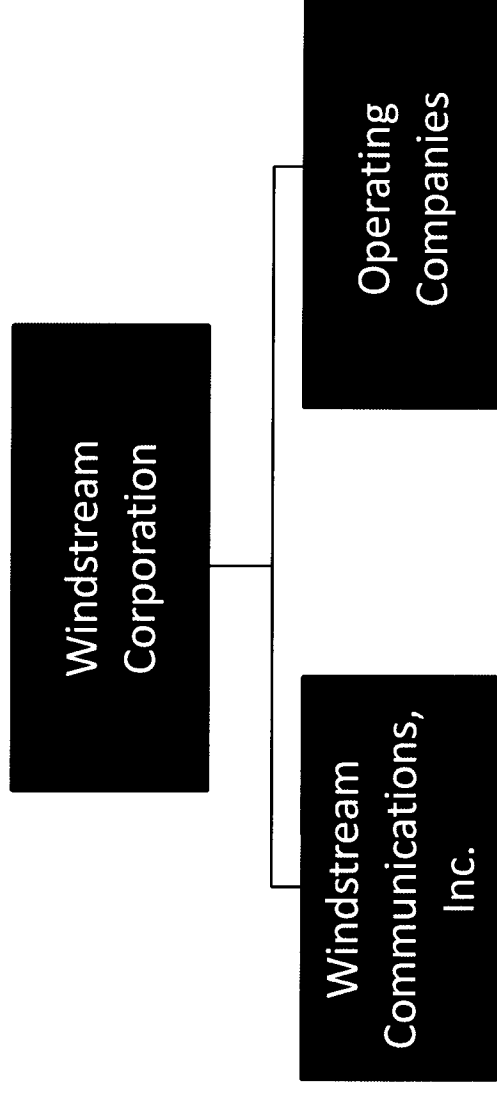
Counsel for the Parties

¹ The Transaction will neither increase nor decrease any outstanding obligations of the Windstream Licensees.

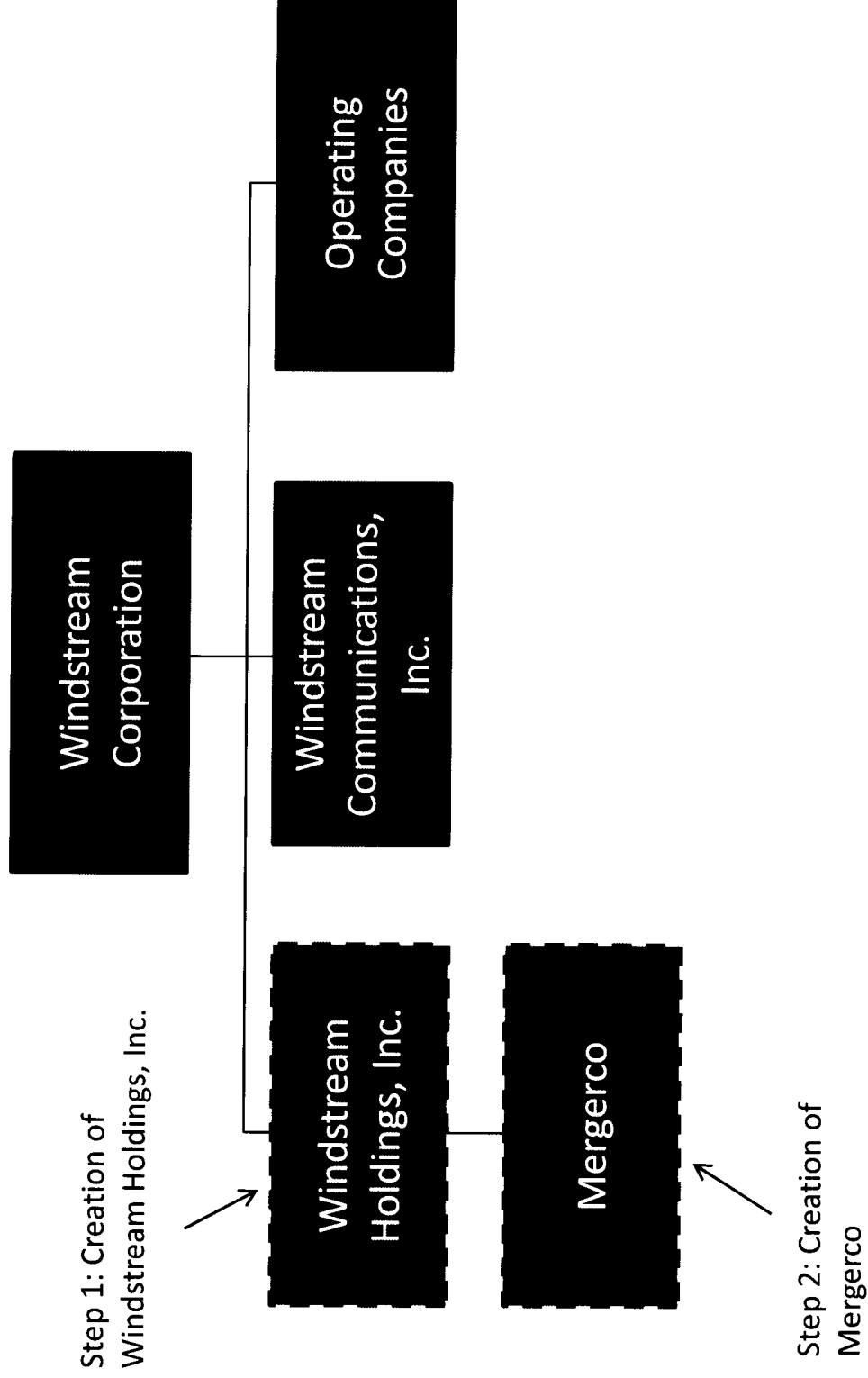
EXHIBIT A

Corporate Organizational and Transactional Charts

Current Corporate Structure

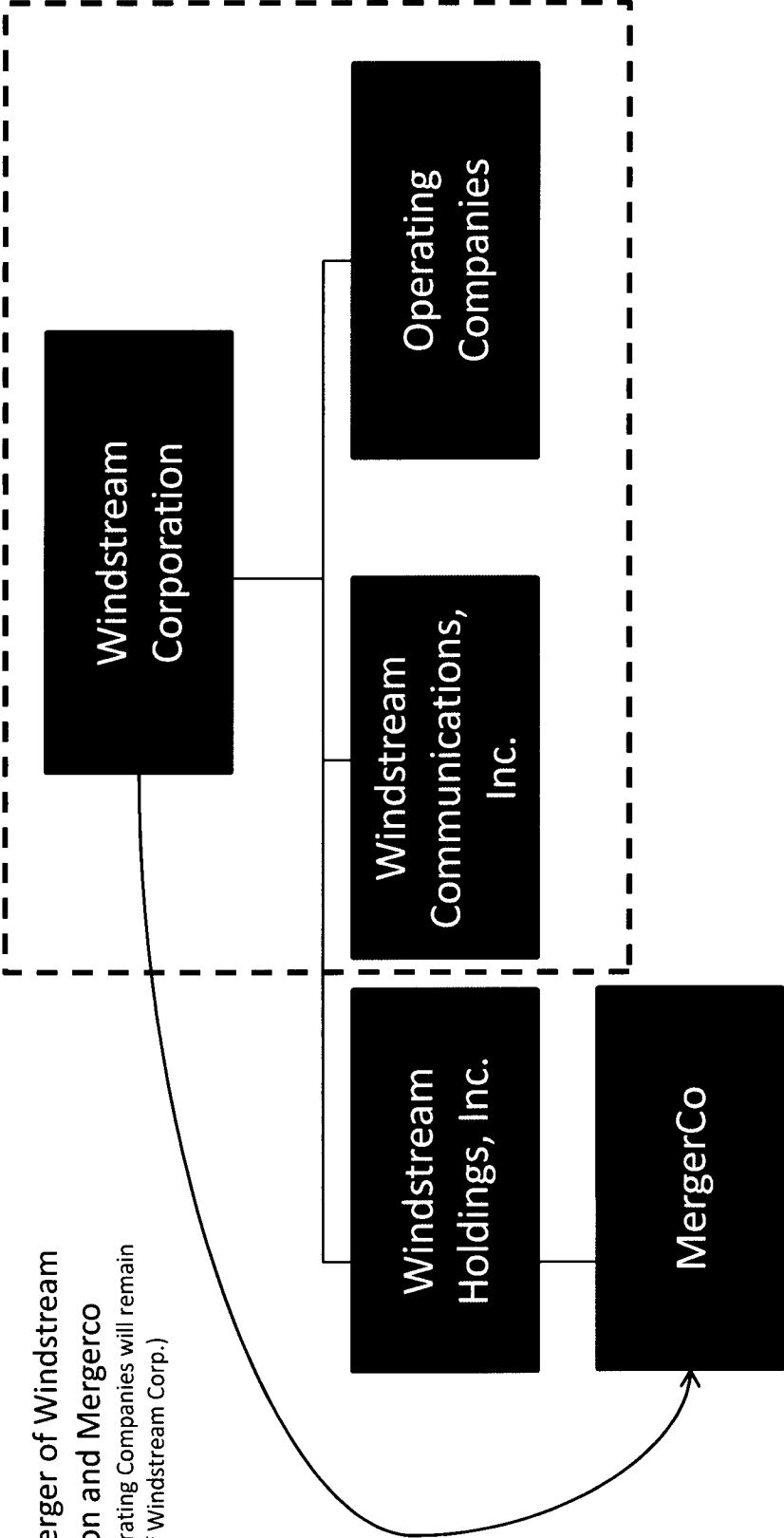


Steps 1 and 2

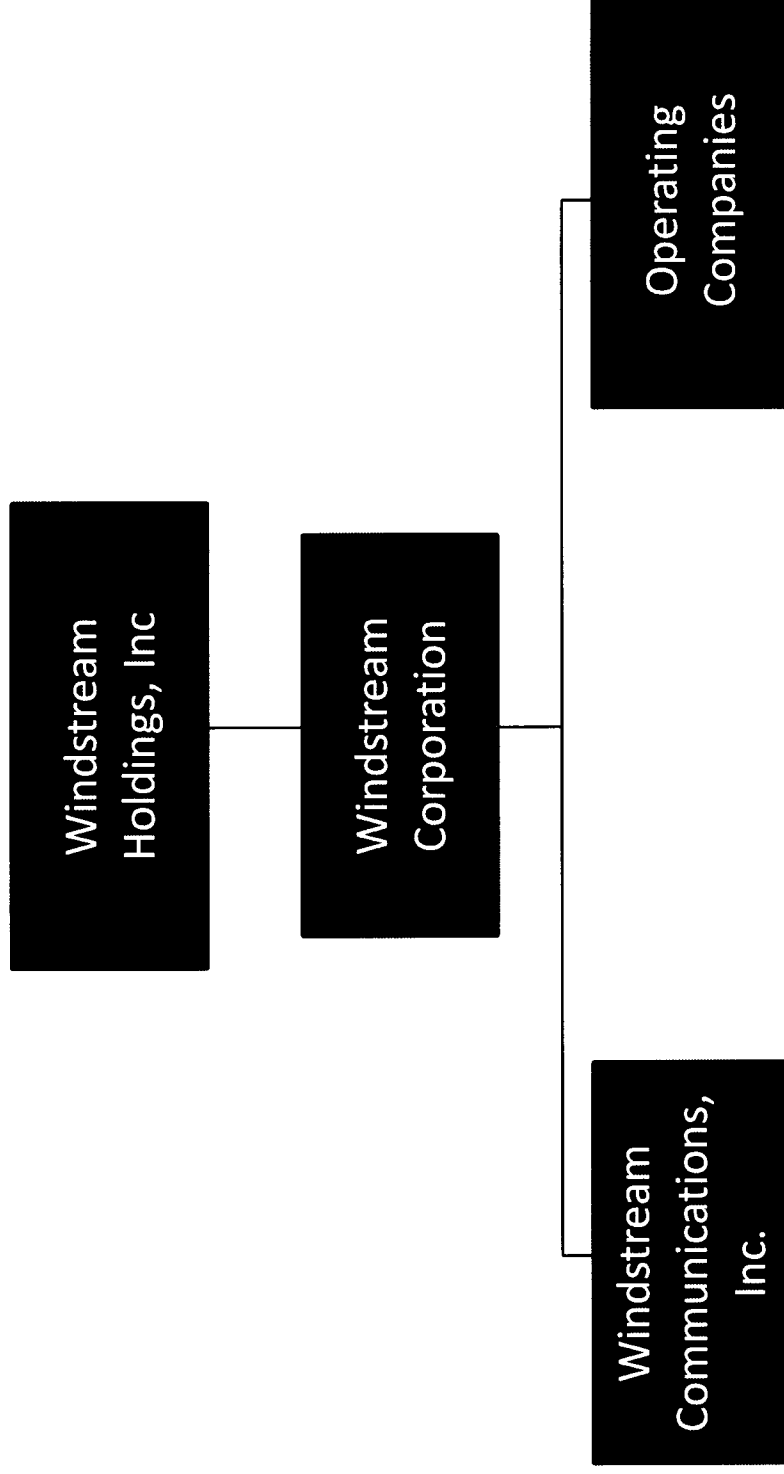


Step 3

Step 3: Merger of Windstream Corporation and Mergerco (WCI and Operating Companies will remain subsidiaries of Windstream Corp.)



Resulting Corporate Structure



STATE OF ARKANSAS
COUNTY OF PULASKI

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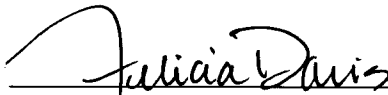
VERIFICATION

I, John Fletcher, state that I am Executive Vice President, General Counsel and Secretary of Windstream Corporation and its party subsidiaries (the "Windstream Companies"); that I am authorized to make this Verification on behalf of the Windstream Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



John Fletcher
Executive Vice President & General Counsel
Windstream Corporation

Sworn and subscribed before me this 5 day of June, 2013.



Notary Public

My commission expires

